

DECLARATION

DECLARATION OF KEVIN McLAIN

I, Kevin McLain, declare:

1. For almost the past two years, I have been the Senior Director of Applications Support for Ticketmaster L.L.C. ("Ticketmaster"), and I have worked for Ticketmaster for approximately ten years. As Senior Director, I am responsible for the day-to-day uptime, maintenance, performance and availability of Ticketmaster's website, www.ticketmaster.com. I have personal knowledge of the facts set forth in this declaration, and if called as a witness, I could and would testify to the facts contained in this declaration.

2. Defendant RMG Technologies, Inc.'s ("RMG") Request For Production of Documents (Set One) seeks the production of information and documents relating to Ticketmaster's security efforts to prevent and restrict the unauthorized use of its site, confidential communications and agreements with vendors and customers, confidential and sensitive financial information, as well as proprietary information regarding Ticketmaster's various copyrights (the "Confidential Materials").

3. The Confidential Materials are not generally known to the public and are maintained in secrecy, as that material is kept at Ticketmaster's offices under "lock and key" or on securely password-protected computers.

4. Access to Ticketmaster's Confidential Materials is restricted to Ticketmaster's employees and outside counsel on a need to know basis, subject to strict confidentiality agreements. Upon commencement of employment, employees enter an agreement stating that, upon termination of employment with Ticketmaster, the employee shall maintain all of Ticketmaster's proprietary information and documents (which include Ticketmaster's Confidential Materials) in confidence and not to use or disclose such information outside the scope of the employment with Ticketmaster.

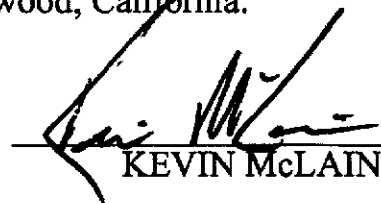
1 5. With respect to a portion of the Confidential Materials,
2 Ticketmaster is required by contract with third parties to maintain the
3 confidentiality of the subject materials.

4 6. Ticketmaster's website, www.ticketmaster.com, is one of the
5 most-visited sites on the web, and there is often significant competition among
6 users of the site to purchase tickets for popular events.

7 7. Abuse of Ticketmaster's www.ticketmaster.com website has the
8 potential to result in substantial loss of goodwill and jeopardize Ticketmaster's
9 longstanding business contracts with various venues, artists and clients.
10 Accordingly, Ticketmaster takes extraordinary measures to ensure the security of its
11 website to guard against users seeking to violate the website's terms of use.

12 8. Disclosure of the Confidential Material to persons with the
13 requisite level of technical know-how could prove disastrous for Ticketmaster. If
14 disclosed outside the context of the scope of the proposed protective order, other
15 software developers, brokers and/or RMG could use Ticketmaster's Confidential
16 Materials to create and/or enhance technologies to illegally circumvent
17 Ticketmaster's security measures and abuse its website's terms of use, thus,
18 harming Ticketmaster in the form of loss of goodwill and loss of business.

19 I declare under penalty of perjury under the laws of the State of
20 California and the United States of America that the forgoing is true and correct.
21 Executed on March 12, 2008 in West Hollywood, California.

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23 
24 KEVIN McLAIN